

P95000047370
LANDERS & PARSONS
ATTORNEYS AT LAW

CINDY L. MARTIN
DAVID R. DEE
JOSEPH W. LANDERS, JR.
JOHN T. LAVIA, III
RICHARD A. LOTSPEICH
FRED A. MCCORMACK
PHILIP S. PARSONS
ROBERT SCHEFFEL WRIGHT

HOWELL L. FERGUSON
OF COUNSEL

VICTORIA J. TSCHINKEL
SENIOR CONSULTANT
(NOT A MEMBER OF THE FLORIDA BARI)

310 WEST COLLEGE AVENUE
POST OFFICE BOX 271
TALLAHASSEE, FLORIDA 32302
TELEPHONE (904) 681-0311
TELECOPY (904) 674-5595

June 16, 1995

HAND DELIVERED

Secretary of State
Division of Corporations
E. Gaines Street
Tallahassee, FL 32301

Re: Armenia Diagnostic Center, Inc.
TriOgen, Inc.
Diversified Intermarket, Inc.

Gentlemen:

Enclosed you will find an original and one copy of Articles of Incorporation for each of the above-referenced corporations, together with a check for each one in the amount of \$122.50. Please file these Articles and furnish us with a certified copy of each one.

Thank you for your prompt attention.

Sincerely,

Eddy Harllee

Eddy Harllee
Office Manager

EH/

Enclosures

789,615,671
Pick up 11:30
-M/95-18294

000001515180
-06/16/95--01043--003
****122.50 ****122.50

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FL
JUN 16 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1995

LANDERS & PARSONS
310 WEST COLLEGE AVENUE
TALLAHASSEE, FL 32302

SUBJECT: DIVERSIFIED INTERMARKET, INC.
Ref. Number: W95000012294

We have received your document for DIVERSIFIED INTERMARKET, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 695A00029679

**Articles of Incorporation
of
Diversified Intermarket, Inc.**

Article I - Name

The name of the corporation is Diversified Intermarket, Inc.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be: 4023 North Armenia Avenue, Suite 310, Tampa, Florida 33607.

Article III - Duration

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

Article IV - Purpose

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0122.

Article V - Capital Stock

This corporation is authorized to issue 5,000,000 shares of one cent (\$0.01) par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 4023 North Armenia Avenue, Suite 310, Tampa, Florida 33607. The name of the initial registered agent of this corporation at that address is: Clarence Marsden

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by amending the bylaws to reflect the same, but shall never be less than one. The name and address of the initial director of this corporation is:

RECEIVED
JAN 15 11 09 AM '68
TALLAHASSEE, FLORIDA

Clarence Marsden
4023 North Armenia Avenue
Suite 310
Tampa, Florida 33607

Article VIII - Indemnification of Directors

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by her in connection with such action, suit, or proceeding, including any appeal thereof, if she acted in good faith or in a manner she reasonably believed to be in or not opposed to the interests of the corporation, and with respect to any criminal action or proceeding, if she had no reasonable cause to believe her conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by her in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall insure to the benefit to the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against a gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

Article IX - Incorporator

The name and address of the person signing these Articles is:

Clarence Marsden, 4023 North Armenia Avenue, Suite 310, Tampa, Florida 33607.

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

Article XII - Preemptive Rights Authorized

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right to purchase or subscribe for, at the par value thereof, a pro rate portion of:

(a) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,

(b) Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

In Witness Whereof, I have subscribed my name to these Articles of Incorporation this 15 day of June, 1995.

Clarence Marsden
Clarence Marsden

County of St. Lucie
State of Florida

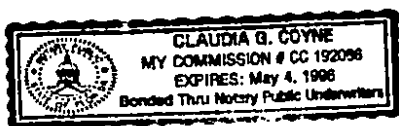
Before me, the undersigned authority, this day personally appeared Clarence Marsden, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purpose expressed therein.

In Witness Whereof, I have hereunto set my hand and affixed my seal this 15 day of June, 1995.

Claudia G. Coyne
Notary Public

State of Florida at Large

My commission expires: May 4, 1996



Acceptance

Having been named as registered agent and to accept service of process for Diversified Intermarket, Inc., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 16th day of June, 1995.

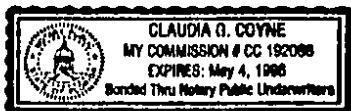
Clarence Marsden

Clarence Marsden
Registered Agent

County of St. Lucie
State of Florida

Before me, the undersigned authority, this day personally appeared Clarence Marsden, known to me and known by me to be the person described in and who executed the foregoing Acceptance and he acknowledged to and before me that he executed this Acceptance for the purpose expressed therein.

In Witness Whereof, I have hereunto set my hand and affixed my seal this 16th day of June, 1995.



Claudia A. Coyne

Notary Public
State of Florida at Large
My commission expires: May 4, 1996

P95000047370

4401 N. A-1-A
Ft. Pierce, FL 34949

January 3, 1996

Division of Corporation
Amendment Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Certificate of Amendment
Diversified Intermarket, Inc.

Dear Sir or Madam:

800001680298
-01/05/96--01071--017
*****35.00 *****35.00

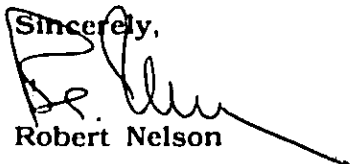
Enclosed please find a Certificate of Amendment to amend the name
of Diversified Intermarket, Inc., to Paragon Masonry and Tile, Inc.

Also enclosed please find a company check numbered --1119-- in the
amount of \$35.00. The check represents the fee for the amendment.

Should you have any questions or comments, please feel free to
contact me at (407) 461-4846.

Thank you for your time and attention to this matter.

Sincerely,


Robert Nelson

RN/rmd

Enclosure

FILED
96 JAN -5 AM 10:25
TALLAHASSEE, FL 32314

Sole director
no officers

Name Change

KFS

1-11-96

FILED

96 JAN -5 AM 10: 25

SECRET
TALLAHASSEE, FLORIDA

**Certificate of Amendment
to
Certificate of Incorporation
of
Diversified Intermarket, Inc.**

At a special meeting of the shareholders of Diversified Intermarket, Inc., duly noticed and held on this 2nd day of January, 1996, at 4401 North A-1-A, Fort Pierce, Florida, upon motion duly made, seconded and unanimously adopted, it was:

Resolved, that Article I of the Articles of Incorporation, filed on June 19, 1995, be deleted and the following be substituted in its place and stead.

The name of the corporation shall be:

Paragon Masonry and Tile, Inc.

In witness whereof, Clarence Marsden, as Director of Diversified Intermarket, Inc., has hereunto set his hand and seal this 2nd day of January, 1996.

Diversified Intermarket, Inc.

By: 

Clarence Marsden

P95000047370

January 8, 1996

Division of Corporations
Annual Report Department
409 East Gaines Street
Tallahassee, FL 32314

To Whom It May Concern:

Please change the address of the following corporation and forward
the 1995 Corporate Annual Report to the new address.

Corporation Name: Diversified Intermarket, Inc.

Document Number: P95000047370

Old Address: 4023 North Armenia Ave., Suite 310
Tampa, Florida 33607

New Address: 4401 North A-1-A
Fort Pierce, Florida 34949

Thank you for your prompt attention to this matter.

Sincerely,


Clarence Marsden

Updated LR 1/9
sent R/A info

P95000047370

Diversified
4401 North A-1-A
Fort Pierce, FL 34949

April 26, 1996

Division of Corporation
Amendment Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Certificate of Amendment
Paragon Masonry and Tile, Inc.

04/20/96 11:00AM - 0001
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find a Certificate of Amendment to amend the name of Paragon Masonry and Tile, Inc. back to its original name of Diversified Intermarket, Inc.

Also enclosed please find a Paragon check numbered 564 in the amount of \$35.00. The check represents the fee for the amendment.

Should you have any questions or comments, please feel free to contact me at (407) 461-4846.

Thank you for your time and attention to this matter.

~~Watts-4554~~

Sincerely,


Robert Nelson

RN/rmd

Enclosure

SH 5/5
NC

RECEIVED
DIVISION OF CORPORATION
96 MAY 13 AM 9:32



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1996

Robert Nelson
4401 N. A1A
Ft. Pierce, FL 34949

SUBJECT: PARAGON MASONRY AND TILE, INC.
Ref. Number: P95000047370

We have received your document for PARAGON MASONRY AND TILE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 296A00021969

Certificate of Amendment
to
Certificate of Incorporation
of
Paragon Masonry and Tile, Inc.

At a special meeting of the shareholders of Paragon Masonry and Tile, Inc., duly noticed and held on this 26th day of April, 1996, at 4401 North A-1-A, Fort Pierce, Florida, upon motion duly made, seconded and unanimously adopted, it was:

Resolved, that Article I of the Articles of Incorporation, filed on June 19, 1995, be deleted and the following be substituted in its place and stead.

The name of the corporation shall be:

Diversified Intermarket, Inc.

In witness whereof, Clarence Marsden, as Vice President of Paragon Masonry, Inc., has hereunto set his hand and seal this 26th day of April, 1996.

Paragon Masonry, Inc.


Clarence Marsden, Vice President